

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

DIGITAL MEDIA SOLUTIONS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90468 (ARP)
)
) (Jointly Administered)
)
)

**CERTIFICATE OF COUNSEL REGARDING
DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) APPROVING THE BIDDING PROCEDURES, (II) SCHEDULING
CERTAIN DATES WITH RESPECT THERETO, (III) APPROVING
THE FORM AND MANNER OF NOTICE THEREOF, (IV) APPROVING
THE STALKING HORSE AGREEMENT AND EXPENSE REIMBURSEMENT,
(V) ESTABLISHING NOTICE AND PROCEDURES FOR THE ASSUMPTION
AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES,
(VI) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF ASSUMED
EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (VII) AUTHORIZING
THE SALE OF ASSETS, AND (VIII) GRANTING RELATED RELIEF**

[Relates to Docket Nos. 22, 134, 180]

Pursuant to the *Procedures for Complex Chapter 11 Cases in the Southern District of Texas* (the “Complex Rules”), the undersigned counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”) certifies as follows:

1. On September 12, 2024, the Debtors filed the *Debtors’ Motion For Entry of an Order (I) Approving the Bidding Procedures, (II) Scheduling Certain Dates With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement and Expense Reimbursement, (V) Establishing Notice and Procedures for the*

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ claims and noticing agent at <https://omniagentsolutions.com/DMS>. The location of Debtor Digital Media Solutions, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 4800 140th Avenue North, Suite 101, Clearwater, Florida 33762.

Assumption and Assignment of Executory Contracts and Unexpired Leases, (VI) Authorizing the Assumption and Assignment of Assumed Executory Contracts and Unexpired Leases, (VII) Authorizing the Sale of Assets, and (VIII) Granting Related Relief [Docket No. 22] (the “Bidding Procedures Motion”).

2. The deadline for parties to file objections and responses to the Bidding Procedures Motion was October 2, 2024, at 4:00 p.m. (prevailing Central Time), except with respect to the Official Committee of Unsecured Creditors (the “Committee”), which deadline was extended to October 14, 2024, at 3:00 p.m. (prevailing Central Time) (collectively, the “Objection Deadline”). Two objections were filed on the docket prior to the Objection Deadline—one by Cigna Health and Life Insurance Company (“Cigna”) [Docket No. 134] (the “Cigna Objection”) and another by the Committee [Docket No. 180] (the “Committee Objection” and together with the Cigna Objection, the “Objections”). The Committee Objection was an omnibus objection to the Bidding Procedures Motion and the Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Senior Secured Priming Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 18]. The Debtors have since resolved the Cigna Objection and the Committee Objection with respect to the Bidding Procedures Motion. As part of the agreement between the Debtors, the Committee, and Cigna, the Debtors are seeking entry of the Proposed Revised Order (as defined herein). In accordance with paragraph 45 of the Complex Rules, the undersigned counsel certifies that the attached Proposed Revised Order resolves all known objections and responses, including the Objections as they relate

to the Bidding Procedures Motion, that the Debtors received in connection with the Bidding Procedures Motion.

3. Attached hereto as **Exhibit A** is a redline of the proposed *Order (I) Approving the Bidding Procedures, (II) Scheduling Certain Dates With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement and Expense Reimbursement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (VI) Authorizing the Assumption and Assignment of Assumed Executory Contracts and Unexpired Leases, (VII) Authorizing the Sale of Assets, and (VIII) Granting Related Relief* (the “Proposed Revised Order”), which incorporates comments from the Committee, Cigna, and the DIP Lenders, compared to the initial proposed order attached to the Bidding Procedures Motion. The Debtors, the Committee, and Cigna have consented to entry of the Proposed Revised Order. A clean version of the Proposed Revised Order is attached hereto.

4. The Debtors request that the Court enter the Proposed Revised Order.

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Houston, Texas
Dated: October 15, 2024

/s/ John F. Higgins

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Certificate of Service

I certify that on October 15, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ John F. Higgins

John F. Higgins